Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2018

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [X] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
WOODLEY'S FINE FURNITURE, INC. RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 04/01/1993

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)
WOODLEYS FINE FURNITURE, INC.

320 SOUTH SUNSET
LONGMONT, CO 80501

2b Employer Identification Number (EIN)
84-1117381

2c Plan Sponsor's telephone number
303-443-5692

2d Business code (see instructions)
442110

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	08/29/2019	BEV SCHMIDT
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address [X] Same as Plan Sponsor

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report:
a Sponsor's name
c Plan Name

4b EIN

4d PN

5	Total number of participants at the beginning of the plan year	**5**	208
6	Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1)	Total number of active participants at the beginning of the plan year	**6a(1)**	206
a(2)	Total number of active participants at the end of the plan year	**6a(2)**	208
b	Retired or separated participants receiving benefits	**6b**	0
c	Other retired or separated participants entitled to future benefits	**6c**	4
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	212
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	0
f	Total. Add lines **6d** and **6e**.	**6f**	212
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	110
h	Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
2E 2F 2G 2J 2K 2T 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	[X]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[ ]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[ ]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	[X]		**H** (Financial Information)
(2)	[ ]		**I** (Financial Information – Small Plan)
(3)	[X]	1	**A** (Insurance Information)
(4)	[X]		**C** (Service Provider Information)
(5)	[X]		**D** (DFE/Participating Plan Information)
(6)	[ ]		**G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2018 Form M-1 annual report. If the plan was not required to file the 2018 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2018

This Form is Open to Public Inspection

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
WOODLEY'S FINE FURNITURE, INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WOODLEYS FINE FURNITURE, INC.

D Employer Identification Number (EIN)
84-1117381

Part I **Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
AXA EQUITABLE LIFE INSURANCE COMPANY

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
13-5570651	62944	91698512	110	01/01/2018	12/31/2018

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
490	0

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

HEDDENS, CFP, CHFC, CLU JOHN
1675 BROADWAY
17TH FLOOR
DENVER, CO 80202-4675

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	(d) Purpose	(e) Organization code
490			3

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		
	(c) Amount	(d) Purpose	(e) Organization code

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	1941967
5	Current value of plan's interest under this contract in separate accounts at year end	5	2724701

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount.	6d	

Specify nature of costs ▶

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity

(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee

(3) ☐ guaranteed investment (4) ☒ other ▶ GUARANTEED INTEREST OPTION

b	Balance at the end of the previous year			7b	1673912
c	Additions: (1) Contributions deposited during the year	7c(1)	33918		
	(2) Dividends and credits	7c(2)	0		
	(3) Interest credited during the year	7c(3)	6282		
	(4) Transferred from separate account	7c(4)	0		
	(5) Other (specify below)	7c(5)	238592		
	▶ OTHER				
	(6) Total additions			7c(6)	278792
d	Total of balance and additions (add lines **7b** and **7c(6)**)			7d	1952704
e	Deductions:				
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	10692		
	(2) Administration charge made by carrier	7e(2)	45		
	(3) Transferred to separate account	7e(3)	0		
	(4) Other (specify below)	7e(4)	0		
	▶ OTHER				
	(5) Total deductions			7e(5)	10737
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)			7f	1941967

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	0
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	0
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount. Specify nature of costs.			**10b**	

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2018** **This Form is Open to Public Inspection.**

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
WOODLEY'S FINE FURNITURE, INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WOODLEYS FINE FURNITURE, INC.

D Employer Identification Number (EIN)
84-1117381

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions). . . . . ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

AXA EQUITABLE LIFE INSURANCE CO.

13-5570651

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 37 62 25 59 63 28 60 67	RECORD KEEPER	2820	Yes [X] No [ ]	Yes [X] No [ ]	1287	Yes [ ] No [X]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	**(c)** Relationship to employer, employee organization, or person known to be a party-in-interest	**(d)** Enter direct compensation paid by the plan. If none, enter -0-.	**(e)** Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	**(f)** Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	**(g)** Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	**(h)** Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2018

This Form is Open to Public Inspection.

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
WOODLEY'S FINE FURNITURE, INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
WOODLEYS FINE FURNITURE, INC.

D Employer Identification Number (EIN)
84-1117381

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: POOLED SEPARATE ACCOUNT 65

b Name of sponsor of entity listed in (a): AXA EQUITABLE

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
13-5570651-065	P	2724701

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

a Plan name	
b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2018

This Form is Open to Public Inspection

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
WOODLEY'S FINE FURNITURE, INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WOODLEYS FINE FURNITURE, INC.

D Employer Identification Number (EIN)
84-1117381

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reported on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	2760388	2724701
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	1673912	1941967
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	4434300	4666668
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	4434300	4666668

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	182262	
	(B) Participants	2a(1)(B)	512934	
	(C) Others (including rollovers)	2a(1)(C)	666	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		695862
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		0
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		0
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		-184936
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		510926
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	275338	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		275338
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	3220	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		3220
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		278558
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		232368
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified **(2)** ☐ Qualified **(3)** ☒ Disclaimer **(4)** ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: CNE CPAS AND ADVISORS **(2)** EIN: 20-1461086

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. **(2)** ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		500000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ..... ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year_____. (See instructions.)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2018

This Form is Open to Public Inspection.

For calendar plan year 2018 or fiscal plan year beginning 01/01/2018 and ending 12/31/2018

A Name of plan
WOODLEY'S FINE FURNITURE, INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
WOODLEYS FINE FURNITURE, INC.

D Employer Identification Number (EIN)
84-1117381

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 20-3627707

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: 0.0% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

WOODLEY'S FINE FURNITURE, INC.
RETIREMENT PLAN

Financial Statements
Years Ended December 31, 2018 and 2017

WOODLEY'S FINE FURNITURE, INC.
RETIREMENT PLAN

Years Ended December 31, 2018 and 2017

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CLAUSEN & Associates
Certified Public Accountants, PC
Quality and Integrity
916 S. Main St. Suite 202
Longmont, CO 80501
P : 303.678.5392
F : 303.678.5434

INDEPENDENT AUDITORS' REPORT

Stacey Pew, CFO
Administrator of Woodley's Fine Furniture, Inc., Retirement Plan
Woodley's Fine Furniture, Inc.
Longmont, CO

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Woodley's Fine Furniture, Inc. 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, and the related statement of changes in net assets available for benefits for the year ended December 31, 2018, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with modified cash basis of accounting described in Note 2; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis of Accounting

We draw attention to Note 2 to the financial statements, which describes the basis of accounting. The financial statements are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Basis for Disclaimer of Opinion

As permitted by *29 CFR 2520.103-8* of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by AXA Equitable Life Insurance Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2018 and 2017, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of Schedule of Assets Held at End of Year as of December 31, 2018 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Clausen & Associates

Certified Public Accountants
August 21, 2019

WOODLEY'S FINE FURNITURE, INC.
RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS -
MODIFIED CASH BASIS

	December 31,	
	2018	**2017**
ASSETS		
Investments:		
Pooled separate accounts	$ 2,724,701	$ 2,760,388
Guaranteed Interest Option "GIO" (Note 3)	1,941,967	1,673,912
Total assets	4,666,668	4,434,300
NET ASSETS AVAILABLE FOR BENEFITS	$ 4,666,668	$ 4,434,300

The accompanying notes are an integral part of these financial statements.

WOODLEY'S FINE FURNITURE, INC.
RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS - MODIFIED CASH BASIS
For the Year Ended December 31, 2018

ADDITIONS:	
Participant contributions	$ 513,600
Employer matching	182,262
Net depreciation in fair value of investments	(184,936)
Total additions	510,926
DEDUCTIONS:	
Benefits paid to participants	275,338
Administrative expense	3,220
Total deductions	278,558
NET INCREASE IN PLAN ASSETS	232,368
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	4,434,300
End of year	$ 4,666,668

NOTE 1 – DESCRIPTION OF THE PLAN

The following description of the Woodley's Fine Furniture, Inc. (the Company) Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General. The Plan, which commenced April 1, 1993, is a defined contribution plan covering all full-time employees of the Company who have two months of service and have attained an age of twenty-one years or older. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Contributions. Each year, participants may contribute pretax compensation, as defined in the Plan, subject to an annual limitation and subject to anti-discrimination testing. For calendar years 2018 and 2017, the limitation was $18,500. The Plan was amended on January 1, 2003, to allow catch-up contributions for those participants who are 50 years old by the end of the plan year. For calendar years 2018 and 2017, the allowable catch-up contribution was $6,000. Participants may also contribute amounts representing distributions from other qualified plans. Participants direct the investment of their contributions into various accounts designated by AXA Equitable Life Insurance Company (Equitable) under a group annuity contract or funding agreement issued to the trustee, pursuant to the terms of the trust. Beginning January 2018, the Company begin matching employees' contributions. The match is 50% up to 6% of the employee earnings. Profit sharing amounts may be contributed at the option of the Company's Board of Directors. Total contributions made by the Company were $182,262 and $-0- during the years ended December 31, 2018 and 2017, respectively.

Participant Accounts. Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and (b) Plan earnings and is charged with an allocation of administrative expenses paid by the Plan. Basis of allocations are defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting. Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution plus actual earnings thereon is based on years of continuous service. A participant is 100% vested after five years of credited service.

Forfeited Accounts. Forfeited accounts totaled $227 and $12 for the years ended December 31, 2018 and 2017, respectively.

Participant Loans. The Plan does not allow for participant loans.

NOTE 1 – DESCRIPTION OF THE PLAN - continued

Payment of Benefits. Upon retirement, death, disability or termination of employment, a participant's vested balance is paid to the participant or to the participant's beneficiaries in a lump sum, installments, or in any combination of the two. If the vested amount is less than $1,000, it is payable in a lump sum unless the employee makes an election otherwise within 60 days. If the vested balance is less than $5,000 but greater than $1,000, the account is rolled over to an individual retirement account (IRA), unless the employee instructs otherwise within 60 days. Hardship withdrawals are permitted. Effective January 1, 2015, the IRA provided for purposes of cash out of small accounts will be selected by the plan Administrator. This mandatory rollover provision only applies if the employee has terminated employment with a vested account balance of less than $5,000 (excluding rollover amounts) and more than $1,000 and does not respond to a request for distribution instructions within a reasonable period of time after receipt of an election of benefits package.

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting. The financial statements of the Plan are prepared on the modified cash basis of accounting.

Estimates. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results may differ from those estimates.

Payment of Benefits. Benefits are recorded when paid.

NOTE 3 – GUARANTEED INTEREST OPTION

The Plan's contract includes a Guaranteed Interest Option (GIO). Under the terms of the contract, any amount allocated to the GIO becomes part of the general account. AXA Equitable Life Insurance Company is the owner of the assets in the general account. The value in the GIO at any time will equal contributions and transfers, plus interest, minus withdrawals and transfers out of the option and administrative expenses.

Daily interest is credited to the GIO. There are three levels of interest in effect at the same time in the GIO:

1. the minimum interest rate guaranteed over the life of the contract,
2. the annual minimum guaranteed interest rate for the calendar year, and
3. the current interest rate.

NOTE 3 – GUARANTEED INTEREST OPTION - continued

The contract account value that was equal to the contract cash surrender value as of December 31, 2018 and 2017 was $1,941,967 and $1,673,912, respectively and is a nonparticipant directed investment that represents 5% or more of net assets available for benefits. The contract minimum interest rate as of December 31, 2018 was 2.5%.

NOTE 4 – RELATED PARTY TRANSACTIONS

The Plan receives accounting and management services from the plan sponsor without charge. Additionally, the Plan uses property and equipment owned by the plan sponsor without charge. All costs and fees of the Plan (excluding administrative fees paid to Equitable) are paid by the plan sponsor.

NOTE 5 – PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan subject to the provisions of ERISA. In the event of termination of the Plan, participants would become 100% vested in their accounts.

NOTE 6 – INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

The plan administrator has elected the method of annual reporting compliance permitted by *29 CFR 2520.103-8* of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA.

The following information included in the accompanying financial statements for the year ended December 31, 2018, and the supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by the trustee:

Investments in pooled account, at fair value	$	2,724,701
Guaranteed Interest Option (Note 3)	$	1,941,967
Net depreciation in fair value of investments	$	(184,936)
Administrative expenses	$	3,220
Benefit payments	$	275,338

NOTE 7 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

Following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2018 and 2017, to Schedule H of Form 5500:

	2018	2017
Net assets available for benefits per the financial statements	$ 4,666,668	$ 4,434,300
Other interest income reported on Form 5500	-	-
Net assets available for benefits per Schedule H of Form 5500	$ 4,666,668	$ 4,434,300

Following is a reconciliation of interest income on participants' loans per the financial statements for the year ended December 31, 2018, to Schedule H of form 5500:

Value of interest in pooled separate accounts per Schedule H of Form 5500	$ 2,724,701
Less, pooled separate accounts per financial statements	(2,724,701)
Other interest income reported on Schedule H of Form 5500	$ -

NOTE 8 – INCOME TAX STATUS

The Plan has adopted a master plan. The Internal Revenue Service has informed AXA Equitable Life Insurance Company, in a letter dated March 27, 1997, that the form of the Plan is acceptable under *Internal Revenue Code Section 401*, for use by employers for the benefit of their employees. Although the Plan has been amended since receiving the determination letter, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code.

NOTE 9 – RISKS AND UNCERTAINTIES

The Plan provides for various investment options in registered investment companies and has a variable annuity contract with underlying investments in registered investment companies. Investments in general are exposed to various risks, such as interest rate, market volatility and credit risks. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the value of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

NOTE 10 – FAIR VALUE MEASUREMENT

The Plan's investments are stated at fair value. Fair Value is defined under *ASC 820-10* as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

ASC 820-10 also establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value, and identifies three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices for identical instruments in active markets.
Level 2: Observable inputs other than Level 1 prices, such as quoted prices for similar instruments, quoted prices in markets that are not active, and inputs to model-derived valuations that are not directly observable or can be corroborated by observable market data.
Level 3: Unobservable inputs in which there is little or no market data, which requires the reporting entity to develop its own assumptions.

All investments and receivable assets of each of the pooled separate accounts (Schedule 1) are classified as Level 1.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2018:

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 2,724,701	$ -	$ -	$ 2,724,701
Guaranteed investment option	1,941,967	-	-	1,941,967
Participant loans	-	-	-	-
Total assets at fair value	$ 4,666,668	$ -	$ -	$ 4,666,668

NOTE 11 – INVESTMENT TRANSFERS

Investment Transfers. The Plan transferred investment platforms from one annuity product to another. This was an internal product move from Momentum Strategy to Retirement Gateway Portal 3. The blackout period for this time was as follows:

The Plan transferred investment platforms; the investments were primarily invested in pooled separate accounts and were transferred to corresponding investments in mutual funds with similar investment strategies. The transfer occurred during a blackout period beginning December 19, 2017. In January 2018, the blackout period was complete, and participants were able to resume changing their investment options.

NOTE 12 – SUBSEQUENT EVENTS

Subsequent Events. Subsequent events have been evaluated through August 21, 2019, which was the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

WOODLEY'S FINE FURNITURE, INC.
RETIREMENT PLAN

SPONSOR EIN 84-1117381
Plan #001
SCHEDULE OF ASSETS HELD AT END OF YEAR
Schedule H - Line 4i
As of December 31, 2018

	(a)	(b)(c) Identity of issue, borrower, lessor of similar party/ Description of investment	(d) Cost	(e) Current Value	
		Guaranteed Interest Option "GIO" rate of interest 2.5%		$ 1,941,967	**
		INVESTMENT CONTRACT WITH			
*		**AXA EQUITABLE LIFE INSURANCE COMPANY**			
		(Underlying assets in pooled separate accounts)			
		Vanguard 500 Index Admiral		641,646	**
		MFS Growth R6		626,023	**
		Vanuard Target Retirement 2035 INV		270,639	**
		Vanguard Mid Cap Index ADM		259,462	**
		Invesco OFI International Divrs FD-R6		243,959	**
		Vanuard Target Retirement 2040 INV		108,105	
		Columbia Dividend Income I3		101,695	
		American Funds New World R6		82,916	
		Templeton Foreign R6		78,428	
		DFA US Targeted Value I		72,561	
		Vanuard Target Retirement 2045 INV		53,175	
		EQ/Money Market		50,587	
		Invesco Global Real Estate R6		44,031	
		Vanuard Target Retirement 2020 INV		37,356	
		Vanuard Target Retirement 2025 INV		19,099	
		Vanuard Target Retirement 2050 INV		13,315	
		Vanuard Target Retirement 2030 INV		6,497	
		MFS International Growth R6		4,802	
		Vanguard Small Cap Index ADM		4,409	
		Vanguard VIF Total Bond Mkt Idx		3,648	
		Vanuard Target Retirement 2015 INV		851	
		Vanuard Target Retirement 2055 INV		795	
		Vanguard VIF High Yield Bond		510	
		Vanuard Target Retirement 2060 INV		192	
		Total		2,724,701	
		Total assets held for investment		$ 4,666,668	

* Represents a party-in-interest
** Represents 5% or more of net assets available for benefits

WOODLEY'S FINE FURNITURE, INC.
RETIREMENT PLAN

Financial Statements
Years Ended December 31, 2018 and 2017

WOODLEY'S FINE FURNITURE, INC.
RETIREMENT PLAN

Years Ended December 31, 2018 and 2017

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CLAUSEN & Associates
Certified Public Accountants, PC
Quality and Integrity
916 S. Main St. Suite 202
Longmont, CO 80501
P : 303.678.5392
F : 303.678.5434

INDEPENDENT AUDITORS' REPORT

Stacey Pew, CFO
Administrator of Woodley's Fine Furniture, Inc., Retirement Plan
Woodley's Fine Furniture, Inc.
Longmont, CO

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Woodley's Fine Furniture, Inc. 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, and the related statement of changes in net assets available for benefits for the year ended December 31, 2018, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with modified cash basis of accounting described in Note 2; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis of Accounting

We draw attention to Note 2 to the financial statements, which describes the basis of accounting. The financial statements are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Basis for Disclaimer of Opinion

As permitted by *29 CFR 2520.103-8* of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by AXA Equitable Life Insurance Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2018 and 2017, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of Schedule of Assets Held at End of Year as of December 31, 2018 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Clausen & Associates

Certified Public Accountants
August 21, 2019

WOODLEY'S FINE FURNITURE, INC.
RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS -
MODIFIED CASH BASIS

	December 31,	
	2018	**2017**
ASSETS		
Investments:		
Pooled separate accounts	$ 2,724,701	$ 2,760,388
Guaranteed Interest Option "GIO" (Note 3)	1,941,967	1,673,912
Total assets	4,666,668	4,434,300
NET ASSETS AVAILABLE FOR BENEFITS	$ 4,666,668	$ 4,434,300

The accompanying notes are an integral part of these financial statements.

WOODLEY'S FINE FURNITURE, INC.
RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS - MODIFIED CASH BASIS
For the Year Ended December 31, 2018

ADDITIONS:	
Participant contributions	$ 513,600
Employer matching	182,262
Net depreciation in fair value of investments	(184,936)
Total additions	510,926
DEDUCTIONS:	
Benefits paid to participants	275,338
Administrative expense	3,220
Total deductions	278,558
NET INCREASE IN PLAN ASSETS	232,368
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	4,434,300
End of year	$ 4,666,668

NOTE 1 – DESCRIPTION OF THE PLAN

The following description of the Woodley's Fine Furniture, Inc. (the Company) Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General. The Plan, which commenced April 1, 1993, is a defined contribution plan covering all full-time employees of the Company who have two months of service and have attained an age of twenty-one years or older. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Contributions. Each year, participants may contribute pretax compensation, as defined in the Plan, subject to an annual limitation and subject to anti-discrimination testing. For calendar years 2018 and 2017, the limitation was $18,500. The Plan was amended on January 1, 2003, to allow catch-up contributions for those participants who are 50 years old by the end of the plan year. For calendar years 2018 and 2017, the allowable catch-up contribution was $6,000. Participants may also contribute amounts representing distributions from other qualified plans. Participants direct the investment of their contributions into various accounts designated by AXA Equitable Life Insurance Company (Equitable) under a group annuity contract or funding agreement issued to the trustee, pursuant to the terms of the trust. Beginning January 2018, the Company begin matching employees' contributions. The match is 50% up to 6% of the employee earnings. Profit sharing amounts may be contributed at the option of the Company's Board of Directors. Total contributions made by the Company were $182,262 and $-0- during the years ended December 31, 2018 and 2017, respectively.

Participant Accounts. Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and (b) Plan earnings and is charged with an allocation of administrative expenses paid by the Plan. Basis of allocations are defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting. Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution plus actual earnings thereon is based on years of continuous service. A participant is 100% vested after five years of credited service.

Forfeited Accounts. Forfeited accounts totaled $227 and $12 for the years ended December 31, 2018 and 2017, respectively.

Participant Loans. The Plan does not allow for participant loans.

NOTE 1 – DESCRIPTION OF THE PLAN - continued

Payment of Benefits. Upon retirement, death, disability or termination of employment, a participant's vested balance is paid to the participant or to the participant's beneficiaries in a lump sum, installments, or in any combination of the two. If the vested amount is less than $1,000, it is payable in a lump sum unless the employee makes an election otherwise within 60 days. If the vested balance is less than $5,000 but greater than $1,000, the account is rolled over to an individual retirement account (IRA), unless the employee instructs otherwise within 60 days. Hardship withdrawals are permitted. Effective January 1, 2015, the IRA provided for purposes of cash out of small accounts will be selected by the plan Administrator. This mandatory rollover provision only applies if the employee has terminated employment with a vested account balance of less than $5,000 (excluding rollover amounts) and more than $1,000 and does not respond to a request for distribution instructions within a reasonable period of time after receipt of an election of benefits package.

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting. The financial statements of the Plan are prepared on the modified cash basis of accounting.

Estimates. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results may differ from those estimates.

Payment of Benefits. Benefits are recorded when paid.

NOTE 3 – GUARANTEED INTEREST OPTION

The Plan's contract includes a Guaranteed Interest Option (GIO). Under the terms of the contract, any amount allocated to the GIO becomes part of the general account. AXA Equitable Life Insurance Company is the owner of the assets in the general account. The value in the GIO at any time will equal contributions and transfers, plus interest, minus withdrawals and transfers out of the option and administrative expenses.

Daily interest is credited to the GIO. There are three levels of interest in effect at the same time in the GIO:

1. the minimum interest rate guaranteed over the life of the contract,
2. the annual minimum guaranteed interest rate for the calendar year, and
3. the current interest rate.

NOTE 3 – GUARANTEED INTEREST OPTION - continued

The contract account value that was equal to the contract cash surrender value as of December 31, 2018 and 2017 was $1,941,967 and $1,673,912, respectively and is a nonparticipant directed investment that represents 5% or more of net assets available for benefits. The contract minimum interest rate as of December 31, 2018 was 2.5%.

NOTE 4 – RELATED PARTY TRANSACTIONS

The Plan receives accounting and management services from the plan sponsor without charge. Additionally, the Plan uses property and equipment owned by the plan sponsor without charge. All costs and fees of the Plan (excluding administrative fees paid to Equitable) are paid by the plan sponsor.

NOTE 5 – PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan subject to the provisions of ERISA. In the event of termination of the Plan, participants would become 100% vested in their accounts.

NOTE 6 – INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

The plan administrator has elected the method of annual reporting compliance permitted by *29 CFR 2520.103-8* of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA.

The following information included in the accompanying financial statements for the year ended December 31, 2018, and the supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by the trustee:

Investments in pooled account, at fair value	$	2,724,701
Guaranteed Interest Option (Note 3)	$	1,941,967
Net depreciation in fair value of investments	$	(184,936)
Administrative expenses	$	3,220
Benefit payments	$	275,338

NOTE 7 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

Following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2018 and 2017, to Schedule H of Form 5500:

	2018	2017
Net assets available for benefits per the financial statements	$ 4,666,668	$ 4,434,300
Other interest income reported on Form 5500	-	-
Net assets available for benefits per Schedule H of Form 5500	$ 4,666,668	$ 4,434,300

Following is a reconciliation of interest income on participants' loans per the financial statements for the year ended December 31, 2018, to Schedule H of form 5500:

Value of interest in pooled separate accounts per Schedule H of Form 5500	$ 2,724,701
Less, pooled separate accounts per financial statements	(2,724,701)
Other interest income reported on Schedule H of Form 5500	$ -

NOTE 8 – INCOME TAX STATUS

The Plan has adopted a master plan. The Internal Revenue Service has informed AXA Equitable Life Insurance Company, in a letter dated March 27, 1997, that the form of the Plan is acceptable under *Internal Revenue Code Section 401*, for use by employers for the benefit of their employees. Although the Plan has been amended since receiving the determination letter, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code.

NOTE 9 – RISKS AND UNCERTAINTIES

The Plan provides for various investment options in registered investment companies and has a variable annuity contract with underlying investments in registered investment companies. Investments in general are exposed to various risks, such as interest rate, market volatility and credit risks. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the value of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

NOTE 10 – FAIR VALUE MEASUREMENT

The Plan's investments are stated at fair value. Fair Value is defined under *ASC 820-10* as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

ASC 820-10 also establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value, and identifies three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices for identical instruments in active markets.
Level 2: Observable inputs other than Level 1 prices, such as quoted prices for similar instruments, quoted prices in markets that are not active, and inputs to model-derived valuations that are not directly observable or can be corroborated by observable market data.
Level 3: Unobservable inputs in which there is little or no market data, which requires the reporting entity to develop its own assumptions.

All investments and receivable assets of each of the pooled separate accounts (Schedule 1) are classified as Level 1.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2018:

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 2,724,701	$ -	$ -	$ 2,724,701
Guaranteed investment option	1,941,967	-	-	1,941,967
Participant loans	-	-	-	-
Total assets at fair value	$ 4,666,668	$ -	$ -	$ 4,666,668

NOTE 11 – INVESTMENT TRANSFERS

Investment Transfers. The Plan transferred investment platforms from one annuity product to another. This was an internal product move from Momentum Strategy to Retirement Gateway Portal 3. The blackout period for this time was as follows:

The Plan transferred investment platforms; the investments were primarily invested in pooled separate accounts and were transferred to corresponding investments in mutual funds with similar investment strategies. The transfer occurred during a blackout period beginning December 19, 2017. In January 2018, the blackout period was complete, and participants were able to resume changing their investment options.

NOTE 12 – SUBSEQUENT EVENTS

Subsequent Events. Subsequent events have been evaluated through August 21, 2019, which was the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

WOODLEY'S FINE FURNITURE, INC.
RETIREMENT PLAN

SPONSOR EIN 84-1117381
Plan #001
SCHEDULE OF ASSETS HELD AT END OF YEAR
Schedule H - Line 4i
As of December 31, 2018

	(a)	(b)(c) Identity of issue, borrower, lessor of similar party/ Description of investment	(d) Cost	(e) Current Value	
		Guaranteed Interest Option "GIO" rate of interest 2.5%		$ 1,941,967	**
		INVESTMENT CONTRACT WITH			
*		**AXA EQUITABLE LIFE INSURANCE COMPANY**			
		(Underlying assets in pooled separate accounts)			
		Vanguard 500 Index Admiral		641,646	**
		MFS Growth R6		626,023	**
		Vanuard Target Retirement 2035 INV		270,639	**
		Vanguard Mid Cap Index ADM		259,462	**
		Invesco OFI International Divrs FD-R6		243,959	**
		Vanuard Target Retirement 2040 INV		108,105	
		Columbia Dividend Income I3		101,695	
		American Funds New World R6		82,916	
		Templeton Foreign R6		78,428	
		DFA US Targeted Value I		72,561	
		Vanuard Target Retirement 2045 INV		53,175	
		EQ/Money Market		50,587	
		Invesco Global Real Estate R6		44,031	
		Vanuard Target Retirement 2020 INV		37,356	
		Vanuard Target Retirement 2025 INV		19,099	
		Vanuard Target Retirement 2050 INV		13,315	
		Vanuard Target Retirement 2030 INV		6,497	
		MFS International Growth R6		4,802	
		Vanguard Small Cap Index ADM		4,409	
		Vanguard VIF Total Bond Mkt Idx		3,648	
		Vanuard Target Retirement 2015 INV		851	
		Vanuard Target Retirement 2055 INV		795	
		Vanguard VIF High Yield Bond		510	
		Vanuard Target Retirement 2060 INV		192	
		Total		2,724,701	
		Total assets held for investment		$ 4,666,668	

* Represents a party-in-interest
** Represents 5% or more of net assets available for benefits

WOODLEY'S FINE FURNITURE, INC.
RETIREMENT PLAN

Financial Statements
Years Ended December 31, 2018 and 2017

WOODLEY'S FINE FURNITURE, INC.
RETIREMENT PLAN

Years Ended December 31, 2018 and 2017

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CLAUSEN & Associates
Certified Public Accountants, PC
Quality and Integrity
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Longmont, CO 80501
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INDEPENDENT AUDITORS' REPORT

Stacey Pew, CFO
Administrator of Woodley's Fine Furniture, Inc., Retirement Plan
Woodley's Fine Furniture, Inc.
Longmont, CO

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Woodley's Fine Furniture, Inc. 401(k) Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2018 and 2017, and the related statement of changes in net assets available for benefits for the year ended December 31, 2018, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with modified cash basis of accounting described in Note 2; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis of Accounting

We draw attention to Note 2 to the financial statements, which describes the basis of accounting. The financial statements are prepared on the modified cash basis of accounting, which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter.

Basis for Disclaimer of Opinion

As permitted by *29 CFR 2520.103-8* of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 6, which was certified by AXA Equitable Life Insurance Company, the custodian of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of December 31, 2018 and 2017, that the information provided to the plan administrator by the custodian is complete and accurate.

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of Schedule of Assets Held at End of Year as of December 31, 2018 is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Clausen & Associates

Certified Public Accountants
August 21, 2019

WOODLEY'S FINE FURNITURE, INC.
RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS -
MODIFIED CASH BASIS

	December 31,	
	2018	**2017**
ASSETS		
Investments:		
Pooled separate accounts	$ 2,724,701	$ 2,760,388
Guaranteed Interest Option "GIO" (Note 3)	1,941,967	1,673,912
Total assets	4,666,668	4,434,300
NET ASSETS AVAILABLE FOR BENEFITS	$ 4,666,668	$ 4,434,300

The accompanying notes are an integral part of these financial statements.

WOODLEY'S FINE FURNITURE, INC.
RETIREMENT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS - MODIFIED CASH BASIS
For the Year Ended December 31, 2018

ADDITIONS:	
Participant contributions	$ 513,600
Employer matching	182,262
Net depreciation in fair value of investments	(184,936)
Total additions	510,926
DEDUCTIONS:	
Benefits paid to participants	275,338
Administrative expense	3,220
Total deductions	278,558
NET INCREASE IN PLAN ASSETS	232,368
NET ASSETS AVAILABLE FOR BENEFITS	
Beginning of year	4,434,300
End of year	$ 4,666,668

NOTE 1 – DESCRIPTION OF THE PLAN

The following description of the Woodley's Fine Furniture, Inc. (the Company) Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General. The Plan, which commenced April 1, 1993, is a defined contribution plan covering all full-time employees of the Company who have two months of service and have attained an age of twenty-one years or older. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Contributions. Each year, participants may contribute pretax compensation, as defined in the Plan, subject to an annual limitation and subject to anti-discrimination testing. For calendar years 2018 and 2017, the limitation was $18,500. The Plan was amended on January 1, 2003, to allow catch-up contributions for those participants who are 50 years old by the end of the plan year. For calendar years 2018 and 2017, the allowable catch-up contribution was $6,000. Participants may also contribute amounts representing distributions from other qualified plans. Participants direct the investment of their contributions into various accounts designated by AXA Equitable Life Insurance Company (Equitable) under a group annuity contract or funding agreement issued to the trustee, pursuant to the terms of the trust. Beginning January 2018, the Company begin matching employees' contributions. The match is 50% up to 6% of the employee earnings. Profit sharing amounts may be contributed at the option of the Company's Board of Directors. Total contributions made by the Company were $182,262 and $-0- during the years ended December 31, 2018 and 2017, respectively.

Participant Accounts. Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contribution and (b) Plan earnings and is charged with an allocation of administrative expenses paid by the Plan. Basis of allocations are defined in the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting. Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's contribution plus actual earnings thereon is based on years of continuous service. A participant is 100% vested after five years of credited service.

Forfeited Accounts. Forfeited accounts totaled $227 and $12 for the years ended December 31, 2018 and 2017, respectively.

Participant Loans. The Plan does not allow for participant loans.

NOTE 1 – DESCRIPTION OF THE PLAN - continued

Payment of Benefits. Upon retirement, death, disability or termination of employment, a participant's vested balance is paid to the participant or to the participant's beneficiaries in a lump sum, installments, or in any combination of the two. If the vested amount is less than $1,000, it is payable in a lump sum unless the employee makes an election otherwise within 60 days. If the vested balance is less than $5,000 but greater than $1,000, the account is rolled over to an individual retirement account (IRA), unless the employee instructs otherwise within 60 days. Hardship withdrawals are permitted. Effective January 1, 2015, the IRA provided for purposes of cash out of small accounts will be selected by the plan Administrator. This mandatory rollover provision only applies if the employee has terminated employment with a vested account balance of less than $5,000 (excluding rollover amounts) and more than $1,000 and does not respond to a request for distribution instructions within a reasonable period of time after receipt of an election of benefits package.

NOTE 2 – SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting. The financial statements of the Plan are prepared on the modified cash basis of accounting.

Estimates. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results may differ from those estimates.

Payment of Benefits. Benefits are recorded when paid.

NOTE 3 – GUARANTEED INTEREST OPTION

The Plan's contract includes a Guaranteed Interest Option (GIO). Under the terms of the contract, any amount allocated to the GIO becomes part of the general account. AXA Equitable Life Insurance Company is the owner of the assets in the general account. The value in the GIO at any time will equal contributions and transfers, plus interest, minus withdrawals and transfers out of the option and administrative expenses.

Daily interest is credited to the GIO. There are three levels of interest in effect at the same time in the GIO:

1. the minimum interest rate guaranteed over the life of the contract,
2. the annual minimum guaranteed interest rate for the calendar year, and
3. the current interest rate.

NOTE 3 – GUARANTEED INTEREST OPTION - continued

The contract account value that was equal to the contract cash surrender value as of December 31, 2018 and 2017 was $1,941,967 and $1,673,912, respectively and is a nonparticipant directed investment that represents 5% or more of net assets available for benefits. The contract minimum interest rate as of December 31, 2018 was 2.5%.

NOTE 4 – RELATED PARTY TRANSACTIONS

The Plan receives accounting and management services from the plan sponsor without charge. Additionally, the Plan uses property and equipment owned by the plan sponsor without charge. All costs and fees of the Plan (excluding administrative fees paid to Equitable) are paid by the plan sponsor.

NOTE 5 – PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan subject to the provisions of ERISA. In the event of termination of the Plan, participants would become 100% vested in their accounts.

NOTE 6 – INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

The plan administrator has elected the method of annual reporting compliance permitted by *29 CFR 2520.103-8* of the Department of Labor Rules and Regulations for Reporting and Disclosure under ERISA.

The following information included in the accompanying financial statements for the year ended December 31, 2018, and the supplemental schedule was obtained from data that has been prepared and certified to as complete and accurate by the trustee:

Investments in pooled account, at fair value	$	2,724,701
Guaranteed Interest Option (Note 3)	$	1,941,967
Net depreciation in fair value of investments	$	(184,936)
Administrative expenses	$	3,220
Benefit payments	$	275,338

NOTE 7 – RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

Following is a reconciliation of net assets available for benefits per the financial statements at December 31, 2018 and 2017, to Schedule H of Form 5500:

	2018	2017
Net assets available for benefits per the financial statements	$ 4,666,668	$ 4,434,300
Other interest income reported on Form 5500	-	-
Net assets available for benefits per Schedule H of Form 5500	$ 4,666,668	$ 4,434,300

Following is a reconciliation of interest income on participants' loans per the financial statements for the year ended December 31, 2018, to Schedule H of form 5500:

Value of interest in pooled separate accounts per Schedule H of Form 5500	$ 2,724,701
Less, pooled separate accounts per financial statements	(2,724,701)
Other interest income reported on Schedule H of Form 5500	$ -

NOTE 8 – INCOME TAX STATUS

The Plan has adopted a master plan. The Internal Revenue Service has informed AXA Equitable Life Insurance Company, in a letter dated March 27, 1997, that the form of the Plan is acceptable under *Internal Revenue Code Section 401*, for use by employers for the benefit of their employees. Although the Plan has been amended since receiving the determination letter, the plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Internal Revenue Code.

NOTE 9 – RISKS AND UNCERTAINTIES

The Plan provides for various investment options in registered investment companies and has a variable annuity contract with underlying investments in registered investment companies. Investments in general are exposed to various risks, such as interest rate, market volatility and credit risks. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the value of investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

NOTE 10 – FAIR VALUE MEASUREMENT

The Plan's investments are stated at fair value. Fair Value is defined under *ASC 820-10* as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date.

ASC 820-10 also establishes a fair value hierarchy that requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value, and identifies three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices for identical instruments in active markets.
Level 2: Observable inputs other than Level 1 prices, such as quoted prices for similar instruments, quoted prices in markets that are not active, and inputs to model-derived valuations that are not directly observable or can be corroborated by observable market data.
Level 3: Unobservable inputs in which there is little or no market data, which requires the reporting entity to develop its own assumptions.

All investments and receivable assets of each of the pooled separate accounts (Schedule 1) are classified as Level 1.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2018:

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 2,724,701	$ -	$ -	$ 2,724,701
Guaranteed investment option	1,941,967	-	-	1,941,967
Participant loans	-	-	-	-
Total assets at fair value	$ 4,666,668	$ -	$ -	$ 4,666,668

NOTE 11 – INVESTMENT TRANSFERS

Investment Transfers. The Plan transferred investment platforms from one annuity product to another. This was an internal product move from Momentum Strategy to Retirement Gateway Portal 3. The blackout period for this time was as follows:

The Plan transferred investment platforms; the investments were primarily invested in pooled separate accounts and were transferred to corresponding investments in mutual funds with similar investment strategies. The transfer occurred during a blackout period beginning December 19, 2017. In January 2018, the blackout period was complete, and participants were able to resume changing their investment options.

NOTE 12 – SUBSEQUENT EVENTS

Subsequent Events. Subsequent events have been evaluated through August 21, 2019, which was the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULE

WOODLEY'S FINE FURNITURE, INC.
RETIREMENT PLAN

SPONSOR EIN 84-1117381
Plan #001
SCHEDULE OF ASSETS HELD AT END OF YEAR
Schedule H - Line 4i
As of December 31, 2018

	(a)	(b)(c) Identity of issue, borrower, lessor of similar party/ Description of investment	(d) Cost	(e) Current Value	
		Guaranteed Interest Option "GIO" rate of interest 2.5%		$ 1,941,967	**
		INVESTMENT CONTRACT WITH			
*		**AXA EQUITABLE LIFE INSURANCE COMPANY**			
		(Underlying assets in pooled separate accounts)			
		Vanguard 500 Index Admiral		641,646	**
		MFS Growth R6		626,023	**
		Vanuard Target Retirement 2035 INV		270,639	**
		Vanguard Mid Cap Index ADM		259,462	**
		Invesco OFI International Divrs FD-R6		243,959	**
		Vanuard Target Retirement 2040 INV		108,105	
		Columbia Dividend Income I3		101,695	
		American Funds New World R6		82,916	
		Templeton Foreign R6		78,428	
		DFA US Targeted Value I		72,561	
		Vanuard Target Retirement 2045 INV		53,175	
		EQ/Money Market		50,587	
		Invesco Global Real Estate R6		44,031	
		Vanuard Target Retirement 2020 INV		37,356	
		Vanuard Target Retirement 2025 INV		19,099	
		Vanuard Target Retirement 2050 INV		13,315	
		Vanuard Target Retirement 2030 INV		6,497	
		MFS International Growth R6		4,802	
		Vanguard Small Cap Index ADM		4,409	
		Vanguard VIF Total Bond Mkt Idx		3,648	
		Vanuard Target Retirement 2015 INV		851	
		Vanuard Target Retirement 2055 INV		795	
		Vanguard VIF High Yield Bond		510	
		Vanuard Target Retirement 2060 INV		192	
		Total		2,724,701	
		Total assets held for investment		$ 4,666,668	

* Represents a party-in-interest
** Represents 5% or more of net assets available for benefits